Fill in this information to	identify the case:	
United States Bankruptcy	/ Court for the:	
EASTERN	District of WASHINGTO	<u>N</u>
Case number (If known):		Chapter <u>11</u>

# Official Form 201

# Voluntary Petition for Non-Individuals Filing for Bankruptcy

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1.	Debtor's name	iCap @ UW, LLC				
2.	All other names debtor used in the last 8 years					
	Include any assumed names, trade names, and <i>doing business</i> as names					
3.	Debtor's federal Employer Identification Number (EIN)	88-2613	<u> </u>			
4.	4. Debtor's address Principal place of business			Mailing address, if di of business	fferent from p	orincipal place
		3535 Factoria Boule	vard			
		Number Street		Number Street		
		Suite 500		P.O. Box 53232		
			98009-	P.O. Box		
		Bellevue WA	1298	Bellevue	WA	98015
		City	State ZIP Code	City	State	ZIP Code
		King County		Location of principa principal place of bu	l assets, if di Isiness	fferent from
		County	<u> </u>			
	Office closed.			Number Street		
				City	State	ZIP Code
_						
5.	Debtor's website (URL)					

Official Form 201

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06/22

Debt	or <u>iCap @ UW, LLC</u>	Case number (# known)
6.	Type of debtor	Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  Partnership (excluding LLP)  Other. Specify:
7.	Describe debtor's business	A. Check one:  Health Care Business (as defined in 11 U.S.C. § 101(27A))  Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  Railroad (as defined in 11 U.S.C. § 101(44))  Stockbroker (as defined in 11 U.S.C. § 101(53A))  Commodity Broker (as defined in 11 U.S.C. § 101(6))  Clearing Bank (as defined in 11 U.S.C. § 781(3))  None of the above
		B. Check all that apply:  Tax-exempt entity (as described in 26 U.S.C. § 501)  Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))
		C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <a href="http://www.uscourts.gov/four-digit-national-association-naics-codes">http://www.uscourts.gov/four-digit-national-association-naics-codes</a> .      5 3 1 3
8.	Under which chapter of the Bankruptcy Code is the debtor filing?  A debtor who is a "small business debtor" must check the first subbox. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.	Chapter 7  Chapter 9  Chapter 11. Check all that apply:  □ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  □ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  □ A plan is being filed with this petition.  □ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  □ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.  □ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
		12b-2. Chapter 12

Debt	or <u>iCap @ UW, LLC</u>	Case number (# known)	
9.	Were prior bankruptcy cases filed by or against the debtor within the last 8 years?  If more than 2 cases, attach a separate list.	✓ No       When Case number         ✓ Yes.       MM / DD / YYYY         District When Case number         MM / DD / YYYY	
10.	Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? List all cases. If more than 1, attach a separate list.	No   Yes. Debtor See Rider 1 Relationship   District When	MM / DD / YYYY
11.	Why is the case filed in <i>this</i> district?	Check all that apply:  Debtor has had its domicile, principal place of business, or principal assets ir immediately preceding the date of this petition or for a longer part of such 180 district.  A bankruptcy case concerning debtor's affiliate, general partner, or partnersh	0 days than in any other
12	Does the debtor own or have possession of any real property or personal property that needs immediate attention?	No Yes. Answer below for each property that needs immediate attention. Attach Why does the property need immediate attention? (Check all that apply  It poses or is alleged to pose a threat of imminent and identifiable haza What is the hazard?  It needs to be physically secured or protected from the weather.  It includes perishable goods or assets that could quickly deteriorate attention (for example, livestock, seasonal goods, meat, dairy, product assets or other options).  Other  Other	ard to public health or safety.  or lose value without
		Where is the property?    Number   Street	State ZIP Code
	C4-41-41-1	Phone	
	Statistical and admini	strative information	

Official Form 201

Debtor iCap @ UW, LLC		Case number (# known	2)
13. Debtor's estimation of available funds	=	or distribution to unsecured creditors. expenses are paid, no funds will be availa	able for distribution to unsecured creditors.
14. Estimated number of creditors	1-49 50-99 100-199 200-999	<ul><li>✓ 1,000-5,000</li><li>☐ 5,001-10,000</li><li>☐ 10,001-25,000</li></ul>	25,001-50,000 50,001-100,000 More than 100,000
15. Estimated assets	\$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million	\$1,000,001-\$10 million \$10,000,001-\$50 million \$50,000,001-\$100 million \$100,000,001-\$500 million	\$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion
16. Estimated liabilities	\$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million	\$1,000,001-\$10 million \$10,000,001-\$50 million \$50,000,001-\$100 million \$100,000,001-\$500 million	\$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion
Request for Relief, De	claration, and Signatures	·	
	ent for up to 20 years, or both. 1	tement in connection with a bankruptcy 18 U.S.C. §§ 152, 1341, 1519, and 357 ef in accordance with the chapter of title	
authorized representative of debtor	petition.	·	,
	I have been authorized t	o file this petition on behalf of the debto	r.
	I have examined the info correct.	rmation in this petition and have a reaso	nable belief that the information is true and
	I declare under penalty of pe	erjury that the foregoing is true and corr	ect.
	Executed on 09/29/2023		
	* Jam mile	Lance	Millor

Signature of authorized representative of debtor

Title Manager

Printed name

Debtor

iCap @ UW, LLC

Case number (if known)

18. Signature of attorney	✗ /s/ Dakota Pearce	Date	09/29/2023	
	Signature of attorney for debtor		MM / DD / YYYY	
	Dakota Pearce			
	Printed name			
	Buchalter, A Professional Corporation			
	Firm name			
	1420 5 <sup>th</sup> Ave., Suite 3100 Number Street			
	Seattle	WA	A 98101	
	City	Stat	te ZIP Code	
	(206) 319-7052	dpe	earce@buchalter.com	
	Contact phone		ail address	
	57011	WA	Α	
	Bar number	Stat	te	

# Rider 1

The Debtor and each of the affiliated entities listed in the table below filed in the Court a voluntary petition for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101-15332.

Company
725 Broadway, LLC
iCap @ UW, LLC
iCap Broadway, LLC
iCap Campbell Way, LLC
iCap Enterprises, Inc. f/k/a Altius Development, Inc.
iCap Equity, LLC
iCap Funding LLC
iCap Investments, LLC
iCap Management LLC
iCap Northwest Opportunity Fund, LLC
iCap Pacific Income 4 Fund,, LLC
iCap Pacific Income 5 Fund, LLC
iCap Pacific Northwest Opportunity and Income Fund, LLC
Icap Pacific NW Management, LLC
iCap Realty, LLC
iCap Vault I, LLC
iCap Vault Management, LLC
iCap Vault, LLC
Senza Kenmore, LLC
UW 17TH AVE,LLC
Vault Holding 1, LLC
VH 1121 14TH LLC
VH 2nd Street Office LLC
VH Pioneer Village LLC
VH Senior Care LLC
VH Willows Townhomes LLC

# ACTION BY WRITTEN CONSENT OF THE CHIEF RESTRUCTURING OFFICER OF ICAP ENTERPRISES INC. AND MANAGER OF CERTAIN AFFILIATES

## **September 29, 2023**

The undersigned, acting as the sole member of the Board of Directors and Chief Restructuring Officer of iCap Enterprises, Inc. ("Enterprises") and of each of the limited liability companies whose names are set forth on <u>Schedule 1</u> attached hereto (each, a "*Company*" and collectively with Enterprises, the "*Companies*"), where applicable, as Manager of each, in each case in accordance with each Company's respective organizational documents and with the applicable limited liability company laws of the jurisdiction of formation of each Company (the "*LLC Laws*"), hereby consents to and approves the adoption of the following resolutions and each and every action effected thereby or pursuant thereto by written consent as if such actions had been taken at a meeting of the Board of Directors or by the Manager of each such Company.

WHEREAS, Chris Christensen agreed to irrevocably resign from all officer positions held with Enterprises and from his position as Manager of each of the Companies pursuant to the Term Sheet dated August 23, 2023 that was subsequently incorporated into the *Order Approving Stipulated Motion For (1) Modification of Temporary Restraining Order Against Defendants iCap, etc.* entered by the Hon. Brian McDonald, Superior Court of the State of Washington for King County on September 25, 2023 (the "Stipulated Resignation");

**WHEREAS**, pursuant to the terms of the Stipulated Resignation and related resolutions of the Companies on September 28, 2023, Lance Miller was appointed as Chief Restructuring Officer of Enterprises and where applicable, Manager of the Companies (the "Chief Restructuring Officer");

**WHEREAS**, the Chief Restructuring Officer has reviewed and considered materials presented by legal and financial advisors of the Companies and former management regarding the liabilities and liquidity situation of the Companies, the strategic alternatives available to each of them, and the impact of the foregoing on each of the Company's businesses;

**WHEREAS**, the Chief Restructuring Officer has received advice from the legal and financial advisors of the Companies and former management regarding the possible need to liquidate or restructure the Companies, and has fully considered each of the strategic alternatives available to each Company, and the impact of the foregoing on each Company's business and its stakeholders;

WHEREAS, the Chief Restructuring Officer has reviewed and considered the recommendations of the Companies' legal and financial advisors regarding the relief that would be necessary and advisable to obtain from the Bankruptcy Court to allow the Companies to effectively transition into operation as debtors in possession (collectively, the "First Day Relief") under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

WHEREAS, the Chief Restructuring Officer has determined that it is fair, appropriate, advisable, necessary, and in the best interests of each Company, its creditors, members and other

stakeholders that each Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code and seek the First Day Relief; and

WHEREAS, the Chief Restructuring Officer desires to approve the following Resolutions.

NOW, THEREFORE, BE IT:

### **CHAPTER 11 PETITION AND FIRST DAY RELIEF**

**RESOLVED**, that in the judgment of the Chief Restructuring Officer, it is desirable and in the best interests of the creditors, members and other stakeholders of each Company, that each Company listed on the attached <u>Schedule 2</u> (i) file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code (the "*Filing Companies*") and (ii) seek the First Day Relief;

**RESOLVED**, that the Chief Restructuring Officer, be, and hereby is, authorized and empowered to execute and file on behalf of each Filing Company all petitions, schedules, lists, and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the business of each such Filing Company;

## **DEBTOR-IN-POSSESSION FINANCING**

**RESOLVED**, that, in connection with the commencement of the chapter 11 cases of the Filing Companies, (1) entry into a debtor-in-possession loan facility in the amount of up to \$8,250,000,000 provided under that certain Debtor-in-Possession Credit and Security Agreement (the "DIP Credit Agreement") by and among Serene Investment Management, LLC and/or its affiliated entities, the lenders party thereto from time to time (the "DIP Lenders"), including, without limitation, (i) the execution and delivery of any credit documents (ii) the consummation of the transactions contemplated thereby, and (iii) the granting of the security interest in, liens upon and pledge of collateral to secure the obligations under the DIP Credit Agreement, be, and hereby is, authorized and approved on behalf of each of the Companies where applicable and (2) the Chief Restructuring Officer, acting in some instances as Manager, be, and hereby is, authorized, empowered and directed, in the name and on behalf of the Companies where applicable, (a) to negotiate the use of cash collateral and to grant adequate protection in the form of additional security interests or priority claims in connection therewith, (b) to (i) negotiate, execute, and deliver the DIP Credit Agreement (ii) cause the Companies to consummate the transactions contemplated by the DIP Credit Agreement, and (iii) grant security interests in, liens upon and pledge of the Collateral (as defined in the DIP Credit Agreement or any other agreement or instrument executed in connection with the DIP Credit Agreement) in favor of the DIP Lenders, to secure the obligations under the DIP Credit Agreement, in each instance, on such terms and conditions as the Chief Restructuring Officer may consider necessary, proper or desirable, and (c) to take such additional action and to execute and deliver each other agreement, instrument, certificate or document to be executed and delivered, in the name and on behalf of the Chief Restructuring Officer on behalf of the Companies, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as the Chief Restructuring Officer, acting on in some instances as Manager, approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

## **RETENTION OF PROFESSIONALS**

**RESOLVED**, that the Chief Restructuring Officer be, and hereby is, authorized and directed in the name and on behalf of the Companies to employ Paladin Management Group, LLC as restructuring financial advisor pursuant to the terms of the attached engagement letter and to continue to have Lance E. Miller serve as Chief Restructuring Officer in connection with any case commenced by any Company under the Bankruptcy Code and all related matters, and any such prior actions are hereby ratified in their entirety;

**RESOLVED**, that the Chief Restructuring Officer be, and hereby is, authorized and directed in the name and on behalf of the Companies to employ the law firm of Buchalter, A Professional Corporation, as general bankruptcy counsel to represent and assist the Companies in carrying out their respective duties under the Bankruptcy Code and to take any and all actions to advance the Companies' rights and obligations, and any such prior actions are hereby ratified in their entirety;

**RESOLVED**, that the Chief Restructuring Officer be, and hereby is, authorized and directed in the name and on behalf of the Companies to employ BMC Group Inc. as claims and noticing agent and administrative advisors in connection with any case commenced by the Companies under the Bankruptcy Code and all related matters, and any such prior actions are hereby ratified in their entirety;

**RESOLVED**, that the Chief Restructuring Officer be, and hereby is, authorized and directed in the name and on behalf of the Companies to employ any other professionals to assist the Companies in carrying out their respective duties under the Bankruptcy Code and to take any and all actions to advance the Companies' rights and obligations;

**RESOLVED**, that the Chief Restructuring Officer, acting on behalf of the Manager, is hereby authorized and directed in the name of and on behalf of the Companies to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed appropriate applications for authority to retain the services of the foregoing professionals as necessary;

## **ADDITIONAL FILINGS**

**RESOLVED**, that the Chief Restructuring may at any time and from time to time may determine, in consultation with the financial and legal advisors of such Companies, that any one or more affiliated company not among the Filing Companies (each an "Additional Filing Company" and, collectively, the "Additional Filing Companies") that is desirable and in the best interests of the creditors, members and other stakeholders of such Additional Filing Company, that such Additional Filing Company (i) file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code; (ii) seek any First Day Relief as may be required; and (iii) become a party to the DIP Credit Agreement;

**RESOLVED**, that if a determination is made by the Chief Restructuring Officer, that any one or more Additional Filing Companies shall file or cause to be filed a voluntary petition for

relief under the provisions of chapter 11 of the Bankruptcy Code, then the resolutions set forth in this Action by Written Consent under the headings "CHAPTER 11 PETITION AND FIRST DAY RELIEF", "DEBTOR-IN-POSSESSION FINANCING", and "RETENTION OF PROFESSIONALS" shall be deemed to have been adopted on behalf of each such Additional Filing Company as though the Additional Filing Company was originally among the Companies;

## **FURTHER ACTIONS AND PRIOR ACTIONS**

**RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the Chief Restructuring Officer, the Chief Restructuring Officer or his designee shall be, and each of them, acting alone, hereby is, authorized, directed, and empowered in the name of, and on behalf of, any Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein;

**RESOLVED**, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of any Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, are hereby in all respects approved and ratified; and

**RESOLVED**, that a copy of these Resolutions of the Manager shall be filed in the records of each Company.

[Remainder of Page Left Intentionally Blank]

**IN WITNESS WHEREOF**, the undersigned has executed this Action by Written Consent to be effective as of the date first written above.

#### ICAP ENTERPRISES, INC., f/k/a ALTIUS DEVELOPMENT, INC.

By: Lance Miller

—Docusigned by:

Larry Miller

Its: Chief Restructuring Officer, Sole Board Member

ICAP PACIFIC NW MANAGEMENT, LLC

VAULT HOLDING, LLC

ICAP VAULT MANAGEMENT, LLC

ICAP VAULT, LLC

**ICAP VAULT I, LLC** 

**VAULT HOLDING 1, LLC** 

ICAP INVESTMENTS, LLC

ICAP PACIFIC NORTHWEST OPPORTUNITY AND INCOME

**FUND, LLC** 

ICAP EQUITY, LLC

ICAP PACIFIC INCOME 4 FUND,, LLC

ICAP PACIFIC INCOME 5 FUND, LLC

ICAP NORTHWEST OPPORTUNITY FUND, LLC

ICAP FUNDING LLC

ICAP MANAGEMENT LLC

ICAP PACIFIC DEVELOPMENT LLC

ICAP HOLDING LLC

**ICAP HOLDING 5 LLC** 

**ICAP HOLDING 6 LLC** 

ICAP REALTY LLC

725 BROADWAY, LLC

SENZA KENMORE, LLC

ICAP CAMPBELL WAY, LLC

**UW 17TH AVE, LLC** 

ICAP BROADWAY, LLC

VH 1121 14TH LLC

VH SENIOR CARE LLC

VH WILLOWS TOWNHOMES LLC

ICAP @ UW, LLC

VH 2ND STREET OFFICE LLC

VH PIONEER VILLAGE LLC

CS2 REAL ESTATE DEVELOPMENT LLC

LOFTS@CAMAS MEADOWS PHASE I, LLC

LOFTS@CAMAS MEADOWS PHASE II, LLC

Docusigned by:

Lance Miller

Name: Lance Miller

Its: Manager

SIGNATURE PAGE TO ACTION BY WRITTEN CONSENT

# Schedule 1

Company
iCap Enterprises, Inc. f/k/a Altius Development, Inc.
Icap Pacific NW Management, LLC
Vault Holding, LLC
iCap Vault Management, LLC
iCap Vault, LLC
iCap Vault I, LLC
Vault Holding 1, LLC
iCap Investments, LLC
iCap Pacific Northwest Opportunity and Income Fund, LLC
iCap Equity, LLC
iCap Pacific Income 4 Fund,, LLC
iCap Pacific Income 5 Fund, LLC
iCap Northwest Opportunity Fund, LLC
iCap Funding LLC
iCap Management LLC
iCap Pacific Development LLC
iCap Holding LLC
iCap Holding 5 LLC
iCap Holding 6 LLC
iCap Realty LLC
725 Broadway, LLC
Senza Kenmore, LLC
iCap Campbell Way, LLC
UW 17TH AVE,LLC
iCap Broadway, LLC
VH 1121 14TH LLC
VH Senior Care LLC
VH Willows Townhomes LLC
iCap @ UW, LLC
VH 2nd Street Office LLC
VH Pioneer Village LLC
CS2 Real Estate Development LLC
Lofts@Camas Meadows Phase I, LLC
Lofts@Camas Meadows Phase II, LLC

# Schedule 2

Company
725 Broadway, LLC
iCap @ UW, LLC
iCap Broadway, LLC
iCap Campbell Way, LLC
iCap Enterprises, Inc. f/k/a Altius Development, Inc.
iCap Equity, LLC
iCap Funding LLC
iCap Investments, LLC
iCap Management LLC
iCap Northwest Opportunity Fund, LLC
iCap Pacific Income 4 Fund,, LLC
iCap Pacific Income 5 Fund, LLC
iCap Pacific Northwest Opportunity and Income Fund, LLC
Icap Pacific NW Management, LLC
iCap Realty, LLC
iCap Vault I, LLC
iCap Vault Management, LLC
iCap Vault, LLC
Senza Kenmore, LLC
UW 17TH AVE, LLC
Vault Holding 1, LLC
VH 1121 14TH LLC
VH 2nd Street Office LLC
VH Pioneer Village LLC
VH Senior Care LLC
VH Willows Townhomes LLC



September 28, 2023

Chris Christensen CEO iCap Enterprises, Inc. iCap Investments, LLC 3535 Factoria Blvd., Suite 500 Bellevue, WA 98006

Re: Revised and Restated Engagement of Paladin Management Group, LLC - Consulting and CRO Services

Dear Mr. Christensen:

This Letter of Agreement ("Agreement"), effective as of July 14, 2023 (the "Effective Date"), confirms the terms under which the entities referenced on the attached schedule (each, a "Client" and collectively, the "Company") have retained Paladin Management Group, LLC, a Nevada Limited Liability Company ("Paladin") to provide professional services. This Agreement revises, restates, and supersedes that certain Engagement Agreement dated July 14, 2023.

## 1. Chief Restructuring Officer

Effective as of the CRO Effective Date, Paladin will make Lance Miller available to serve as the Company's Chief Restructuring Officer (CRO). The CRO will be an independent officer with fiduciary duties to the Company, and will serve pursuant to corporate resolutions to be passed by the governing authority (e.g., Board of Managers, Board of Directors, or Managing Member) for each of the applicable Clients in form and substance acceptable to the CRO (the "Corporate Resolutions"). Among other things, the CRO will be vested with the following authority, delegated powers, and discretion (the "CRO Services"):

- To devise and implement a strategy or strategies for addressing the Company's debt(s), solvency or insolvency, liquidity, and/or financial condition (collectively, a "Restructuring");
- To retain and supervise professionals on behalf of the Company, including legal counsel, in connection with a Restructuring;
- To incur and authorize payment of expenses that the CRO determines are reasonably necessary in connection with a Restructuring;
- To authorize any Client to borrow funds, provide liens or other security, and/or to enter into any financing, cash collateral, or lending agreement or facility in connection with a Restructuring;

633 W. 5th Street, 28th Floor, Los Angeles, CA 90071 | 213.320.5500 | paladinmgmt.com

- In the reasonable exercise of the CRO's business discretion and judgment, to authorize the commencement of an insolvency proceeding or proceedings (an "Insolvency Proceeding") involving some or all of the Clients (including but not limited to state or federal receivership proceedings, or proceedings under title 11 of the U.S. Code (the "Bankruptcy Code");
- To supervise and otherwise manage all matters reasonably required in order to pursue or otherwise incident to an Insolvency Proceeding;
- To direct the Company's response or strategy in connection with any litigation(s) commenced by creditors of the Company;
- To settle or otherwise resolve debts or obligations of the Company;
- To authorize and direct the sale, disposition, abandonment, or other disposition of Company assets, in connection with a Restructuring; and
- Such other actions or omissions that the CRO reasonably determines are necessary and appropriate to pursue a Restructuring.

## 2. Consulting Services

Commencing with the Effective Date, Paladin will provide the following services to the Company (the "Consulting Services," and collectively with the CRO Services, the "Services"). Following the CRO's appointment, Paladin's professionals will report directly to the CRO.

- Assist in devising various restructuring strategies and assessing the business and financial impact of those strategies;
- Assist in negotiations with the Company's relevant stakeholders in connection with such strategies;
- Assist in developing and implementing cash management and cash flow forecasting processes;
- Assist in preparing and maintaining liquidity and cash projections and reporting of actual results;
- Prepare certain of the Clients to commence an Insolvency Proceeding;
- Prepare financial forecasts and reports that may be required by the CRO, or the Company's lenders and stakeholders;
- Strategic communication services, which will include but not be limited to, assessment
  and development of a strategic communications plan, development of
  communications materials, coordination of media contacts, interviews and other
  placements and guidance in interactions with media outlets, customers/clients,
  suppliers/vendors, and other business partners as appropriate;
- Administer any Insolvency Proceeding, once commenced, and assist with any negotiations and other interactions with the Company's stakeholders and their respective advisors in connection with the Insolvency Proceeding; and
- Advice and recommendations with respect to other related matters as the Client or its professionals may request from time to time, as agreed to by Paladin.

#### 3. Term and Termination

The term of this Agreement and the Services will extend until terminated. Either Party may terminate this Agreement and the Services upon seven (7) days' notice to the other Party; provided, however, that termination by any of the Clients shall automatically result in termination as to all Clients. Immediately following termination, the Company shall take all steps reasonably necessary to effectuate removal and replacement (as applicable) of the CRO from all governmental registrations. Following termination, the Services shall immediately cease. The following sections of the Terms and Conditions shall survive termination: 1, 9, 10, 11, 12, 13, 14, 15, 18, and any other provision that would reasonably be expected to survive termination.

## 4. Retainer and Compensation

As compensation for the Services, Paladin will be paid an hourly rate. Paladin's hourly rates range from \$375 to \$850 per hour, depending on the personnel performing the work. The rate for Lance Miller is \$850, and for Mike Lang is \$650. In addition to the foregoing, in the event that the Company or any of the Clients commence preparation of an Insolvency Proceeding and thereafter for so long as the CRO Services are provided, the Company will pay a monthly fee of \$50,000.

There will be a \$50,000 retainer (the "Retainer") paid to Paladin promptly upon execution of this agreement. The Retainer will be an "evergreen" retainer, such that it will be replenished on a regular basis in order to ensure that the amount of the Retainer is, at all times, greater than Paladin's work in progress and accrued fees.

#### 5. Conditions to Effectiveness

The Consulting Services will commence on the Effective Date. The CRO Services will commence upon the first date following occurrence of each of the following, unless such conditions are waived by Paladin (the "CRO Effective Date"):

- a) Passing of the Resolutions;
- The Company has provided Paladin with written verification that the CRO has been added as a named beneficiary to all existing Directors' and Officers' Liability Insurance policies respecting the Company; and
- c) The Company has paid the Retainer, as set forth in Section 4.

#### 6. Terms and Conditions

Attached hereto as <u>Appendix A</u> are Paladin's terms and conditions. By the Company's execution of this agreement, the Company acknowledges that it has read these terms and conditions, and that it agrees to be bound by each of these terms and conditions, which are hereby incorporated by reference as if fully set forth herein.

If the foregoing accurately sets forth the understanding between us, please so indicate by signing and returning this letter to Paladin.

Very truly yours,

PALADIN MANAGEMENT GROUP, LLC

By: Lance Miller

Name: Lance Miller Title: Partner

**CONFIRMED AND AGREED:** 

Chris Christensen on behalf of each Client

-DocuSigned by:

By: Chris Christensen
Name: Chris Christensen

Title: CEO

#### **APPENDIX A**

General Terms and Conditions – CRO Services
Paladin Management Group, LLC

#### 1. Retainer and Compensation

- (a) <u>Hourly and Weekly Billing</u>. Unless stated otherwise herein, the Company will be billed for Services provided by Paladin Personnel on an hourly basis at the current hourly rate of the Paladin Personnel performing the Services. Paladin adjusts its hourly rates periodically. The Company agrees to pay the hourly rates as reasonably adjusted. Paladin's fees and expenses will be billed to the Company as frequently as weekly and are payable upon receipt. Billable Services include services provided to the Company by Paladin Personnel commencing with the date hereof and continuing after termination of the engagement.
- (b) <u>Flat Fee Services</u>. If the parties have agreed to a Flat Fee or a monthly fee, the Fee shall be paid in full in advance and shall be deemed earned upon receipt. The Fee will constitute payment for all services performed by Paladin Personnel within the scope of the Flat or monthly Fee ("Flat Fee Services"). Services performed by Paladin Personnel at the Company's request that are outside the scope of the Flat Fee Services will be billed on an hourly basis.
- (c) <u>Retainer</u>. The Retainer ensures payment of Paladin's fees. Paladin may apply the Retainer to unpaid invoices without prior notice. Paladin may increase the Retainer to the extent required to ensure that the Retainer is sufficient to cover work in progress and outstanding invoices. The Company shall replenish the Retainer upon Paladin's request. The Retainer will not accrue interest. The balance of the Retainer after payment of Paladin's final invoice, if any, will be returned to the Company.
- (d) <u>Travel</u>. The Company will be responsible for Paladin Personnel travel time and expenses, including travel time and expenses incurred in traveling to and from the Paladin Personnel's home offices to locations other than the Company's offices. Paladin will bill travel time at one-half of the applicable hourly rate; provided that Paladin will bill travel time at its normal hourly rates to the extent Paladin Personnel are performing Services while traveling.
- (e) Expenses. The Company will pay or reimburse Paladin, as applicable, for all documented out-of-pocket expenses reasonably incurred by Paladin and Paladin Personnel in the performance of the Services through the termination date and the reasonable expenses incurred in connection with the Services after the termination date such as travel, and other expenses. Such expenses shall include travel, meals and lodging, delivery services, etc. In addition, in states where Paladin is obligated to collect sales taxes on professional services, such taxes will be billed to the Company.
- (f) <u>Administrative Fee</u>. Paladin is entitled to an administrative fee equal to 4 ½% of the professional fees billed during any billing period. The administrative fee will cover ordinary administrative expenses such as cell phone charges, faxes, general copying expenses and similar ordinary expenses.
- (g) <u>Payment Terms; Interest.</u> Fees and other amounts owed hereunder are due immediately upon receipt of an invoice. In the event that any amounts become past due by more than thirty (30) days, such amounts will accrue interest in the amount of 18.0% per annum.

## 2. Paladin Personnel

Except as otherwise provided in this Agreement, the Services may be performed by such employees, agents or independent contractors of Paladin, or of any subsidiary or affiliate of Paladin, as Paladin may determine. References to "Paladin Personnel" herein include those employees, agents, and independent contractors of Paladin and its subsidiaries or affiliates that perform Services for the Company.

#### 3. Independent Contractor Status

Paladin shall serve as an independent contractor under this Agreement. Paladin will have exclusive control over the management and operation of the Services provided by Paladin Personnel and will be responsible for hiring, supervising and paying the wages or other compensation due to the Paladin Personnel in connection with this Agreement. No Paladin Personnel will be employed or engaged by the Company either as a director, officer, member, manager, partner, control person, employee, representative, agent or

independent contractor, or in any other capacity; provided that the CRO will serve as an officer of the Company. No Paladin Personnel will be entitled to receive from the Company any compensation, vacation pay, sick leave, retirement, pension or social security benefits, workers' compensation, disability, unemployment insurance benefits or any other employee benefits. Paladin will be responsible for all employment, withholding, income and other taxes incurred in connection with the Services.

#### 4. Company Acknowledgements

The Company acknowledges and agrees that neither Paladin, nor any Paladin Personnel, make any representations, guarantees or predictions that, *inter alia*: (i) An appropriate restructuring proposal or strategic alternative can be formulated; (ii) Any restructuring proposal or strategic alternative formulated by Paladin will achieve the intended results or will be more successful than other possible restructuring proposals or strategic alternatives; (iii) Restructuring is the best course of action for the Company; (iv) Any restructuring proposal or strategic alternative formulated by Paladin will be accepted by the Board, or the Company's creditors, shareholders and other stakeholders. The Company further acknowledges that numerous factors affect the Company's actual financial and operational results, and that these results may materially and adversely differ from the objectives of the restructuring plan or strategy formulated or proposed by Paladin.

#### 5. Accuracy and Completeness of Information

The Company is responsible for providing Paladin with accurate and complete information and materials. The Company will provide Paladin with full and timely access to all Company personnel, books and records, including those of the Company's attorneys, accountants, other agents and third-party representatives, that Paladin Personnel reasonably request in connection with the performance of the Services. Paladin Personnel are entitled to rely on the accuracy of the information and materials provided and shall have no duty to verify the reliability, accuracy or completeness of such information. The Company is responsible for the accuracy and reliability of any plans, strategies, forecasts, quantitative financial models, projections and related computations prepared by Paladin in reliance upon any inaccurate or incomplete information or materials provided. Paladin shall incur no liability to the Company or any third-party arising out of any unreliable, inaccurate or incomplete information or materials provided by the Company.

#### 6. Company Responsibilities

Except as set forth in the final sentence of this section, (i) the Company will make all decisions relating to whether the Company pursues or does not pursue a particular proposal, transaction, plan or strategy, and (ii) the Company is responsible for the implementation and outcome of any proposal, transaction, plan or strategy pursued by the Company. The Company is responsible for any Work Product (as defined below) that is modified in any material respect without Paladin's approval. In the event that Paladin Personnel are appointed an officer or director of the Company, this Section will not apply with respect to the specific decisions made or directed by such appointed officer or director.

#### 7. Excluded Services

Neither Paladin nor any Paladin Personnel will perform any of the following services: insurance advice; investment advice; asset management services, legal, tax or regulatory advice or services; or accounting or audit services, including any financial statement reporting services that are subject to the rules of the AICPA, SEC or other state or national professional or regulatory body.

### 8. Bankruptcy Proceedings

In the event the Company resolves to file for bankruptcy under Chapter 11 of the Bankruptcy Code or has reason to believe an involuntary petition is likely to be filed, the following provisions shall apply:

- (a) <u>Approval of Engagement</u>. The Company will promptly seek the Bankruptcy Court's approval of Paladin's engagement under this Agreement. The application, proposed order and other supporting documents submitted to the Bankruptcy Court seeking such approval must be satisfactory to Paladin in all respects. Unless agreed otherwise by Paladin, retention of Paladin shall be pursuant to section 363 of the Bankruptcy Code.
- (b) <u>Bankruptcy Services</u>. The term Services as used in this Agreement shall include the services provided by Paladin Personnel in connection with any Bankruptcy Court proceedings ("Bankruptcy Services"). The term "Services" as used herein shall include the Bankruptcy Services.

- (c) <u>Retainer</u>. Paladin may increase the Retainer amount to account for the additional Bankruptcy Services and the Company shall promptly pay Paladin the additional Retainer amount.
- (d) <u>Reimbursement of Costs</u>. Subject to the approval of the Bankruptcy Court, the Company shall pay or reimburse Paladin for all costs reasonably incurred by Paladin or Paladin Personnel in connection with the Bankruptcy Services, including attorney fees.

#### 9. Insurance, Indemnification & Limitation of Liability

As an inducement to Paladin to agree to the Engagement and as further consideration for the Services, the Company agrees to indemnify, insure, defend and limit Paladin's liability as provided below.

(a) Indemnification. The Company agrees to indemnify, defend and hold harmless Paladin, the CRO, Paladin Personnel, and their respective affiliates, former and present members, managers, insurers, directors, officers, employees, agents, independent contractors and controlling persons (each an "Indemnified Party" and collectively, the "Indemnified Parties") to the fullest extent permitted by law against any and all actual or threatened liabilities, losses, judgments, proceedings, litigations, or expenses (including legal fees and other costs reasonably incurred, including expert witness and investigator fees) (collectively, "Indemnified Claims"), arising out of or relating to (i) the Services performed under this Agreement, (ii) Paladin's or the CRO's involvement with the Company or its operations, or (iii) the Company's restructuring efforts generally; provided that indemnity in the preceding sentence shall not apply to any loss, claim, damage, liability or expense to the extent it is found in a final judgment by a court of competent jurisdiction (not subject to further appeal) to have resulted primarily and directly from such Indemnified Party's gross negligence or willful misconduct.

Promptly after receipt by an Indemnified Party of notice of its involvement in any threatened or actual action, matter, proceeding or investigation to which this Section might apply, the Indemnified Party shall, if a claim for indemnification in respect thereof is to be made hereunder, notify the Company of such involvement. Failure by an Indemnified Party hereunder to so notify the Company shall not relieve the Company from its obligations under this Section, except to the extent that the Company suffers actual prejudice as a result of such failure. The Indemnified Party shall have the option to control the defense of any Indemnified Claim, subject to reasonable consultation with the Company; in the event that the Indemnified Party so elects, the Company shall promptly advance or commence payment of any and all fees, expenses, and amounts incurred or to be incurred by the Indemnified Party in connection with the Indemnified Claim, in such frequency and amounts so as to ensure that the Indemnified Party does not pay any such amounts directly. In the event that the Indemnified Party elects for the Company to assume the defense of any Indemnified Claim:

- i. the counsel selected by the Company for such defense shall be reasonably satisfactory to the Indemnified Party;
- ii. the Indemnified Party shall have the right to participate in such action or proceeding and to retain its own counsel, but the Company shall not be liable for any legal expenses of other counsel subsequently incurred by the Indemnified Party in connection with the defense thereof unless (a) the Company has agreed to pay such fees and expenses, or (b) the Company shall have failed to employ counsel reasonably satisfactory to the Indemnified Party in a timely manner; and
- iii. The Company shall not consent to the terms of any compromise or settlement of any Indemnified Claim without the prior written consent of the Indemnified Party, which shall not be unreasonably withheld or delayed.

In the event that the parties dispute whether a claim, proceeding, or litigation constitutes an Indemnified Claim, the Company shall treat such claim, proceeding or litigation as an Indemnified Claim and honor its defense obligations with respect thereto until and unless a court of competent jurisdiction determines in a final, non-appealable order or judgment that the claim, proceeding, or litigation does not qualify for defense under this Section; in that event, the Indemnified Party shall be required to repay any out-of-pocket expenses or amounts previously paid by the Company as part of its defense obligations under this Section.

(b) <u>Limitation of Liability</u>. No Indemnified Party shall be liable (directly or indirectly, in contract or tort or otherwise) to the Company (including its successors and creditors) for any claim arising out of or relating to this Agreement, including any acts or omissions committed by Paladin Personnel in the performance of the Services. Notwithstanding the above, an Indemnified Party may be liable for such losses, claims, damages,

liabilities or expenses if they are found by a court of competent jurisdiction in a final judgment not subject to further appeal to have resulted primarily and directly from such Indemnified Party's gross negligence or willful misconduct or breach of Paladin's obligations under this Agreement; provided that: (i) no Indemnified Party will have any liability for special, consequential, incidental or exemplary damages or loss (including lost profits, savings or business opportunity); and (ii) the Indemnified Parties' aggregate liability is limited to and shall not exceed the total fees paid to Paladin by the Company for Services under this Agreement.

- (c) Additional Indemnification and/or Insurance of the CRO.
  - i. Indemnification of CRO. The Company shall indemnify the CRO to the same extent as the most favorable indemnification it extends to its officers or managers.
  - ii. Within thirty (30) days of the CRO's appointment, the Company shall purchase, at its sole cost and expense, a Side A Directors and Officers insurance policy with the CRO as the sole beneficiary, with policy limits agreeable to the CRO from a carrier an subject to terms and conditions acceptable to the CRO.
- (d) The Company agrees that it will not, without the prior consent of the Indemnified Party, settle or compromise or consent to the entry of any judgment in any pending or threatened claim, action, suit or proceeding in respect of which such Indemnified Party seeks indemnification hereunder (whether or not such Indemnified Party is an actual party to such claim, action, suit or proceedings) unless such settlement, compromise or consent includes an unconditional release of such Indemnified Party from all liabilities arising out of such claim, action, suit or proceeding.
- (e) The indemnification and limited liability provisions contained in this Agreement, including those contained in Section, shall survive and remain in full force and effect upon the termination of this Agreement and the filing of a petition under Chapter 7 or 11 of the United States Bankruptcy Code (or the conversion of an existing case to one under a different chapter).
- (f) The rights provided herein are in addition to and shall not be deemed exclusive of any other rights to which the Indemnified Parties may be entitled under this Agreement, applicable law or otherwise. The Parties agree that failure by the Company to honor its obligations under this Section will result in irreparable harm and injury to the affected Indemnified Party that monetary damages will not be sufficient to address. As such, the Company agrees that, in addition to any and all remedies provided hereunder, breach of this Section shall entitle the Indemnified Parties to injunctive and other equitable relief deemed appropriate by a court of competent jurisdiction, without the need for entry of a bond or other security.

## 10. Conflicts

Paladin is not currently aware of any relationships with other clients that create actual or potential conflicts of interest with the Company. However, because Paladin serves clients on an international basis, it is possible that Paladin has rendered services to entities or individuals who are in competition with the Company or whose interests potentially conflict with the Company's interests, including creditors of the Company. Nothing in this Agreement prevents Paladin from providing services to such other entities or individuals now or in the future, provided Paladin makes appropriate arrangements to ensure that the confidentiality of the Company's information is maintained. Further, Paladin will not represent the interests of any entities or individuals whose interests are known by Paladin to directly conflict with the Company's interests in connection with any matter in which Paladin is currently providing services to the Company.

#### 11. Confidential Information

Paladin acknowledges and agrees that Paladin Personnel will have access to certain Confidential Information belonging to the Company the disclosure or the use of which in a manner that does not serve the interests of the Company will cause irreparable damage and loss to the Company. For these reasons, Paladin covenants and agrees as follows:

- (a) <u>Use of Confidential Information.</u> Except as otherwise expressly provided herein, Paladin will use the Confidential Information only in connection with the performance of the Services. Paladin will use reasonable efforts to maintain the confidentiality of the Confidential Information.
  - (b) Confidential Information.
    - i. "Confidential Information" means any data or information that is proprietary to the Company

and/or its affiliates that is not generally known to the public, whether in tangible or intangible form, in any and all mediums, including, but not limited to: (i) financial information, projections, operations, sales estimates, business plans and performance results, marketing strategies, and business plans; (ii) plans for products or services, and customer or supplier lists; (iii) any scientific or technical information, invention, design, process, procedure, formula, improvement, technology or method; (iv) any concepts, reports, data, know-how, works-in-progress, designs, development tools, specifications, computer software, source code, object code, flow charts, databases, inventions, information and trade secrets; (v) any other information that should reasonably be recognized as confidential information of the Company; and (vi) any Work Product excluding the Engagement Tools (as those terms are defined in Section 13). Confidential Information need not be novel, unique, patentable, copyrightable or constitute a trade secret in order to be designated Confidential Information.

- ii. Confidential Information shall not include information which: (i) was lawfully possessed by Paladin prior to receiving the Confidential Information from the Company; (ii) becomes rightfully known by Paladin from a third-party source not under an obligation to Company to maintain confidentiality; (ii) is generally known by the public through no fault of or failure to act by Paladin inconsistent with its obligations under this Agreement; (iv) is required to be disclosed in a judicial or administrative proceeding, or is otherwise requested or required to be disclosed by law or regulation, although the requirements of paragraph 5 hereof shall apply prior to any disclosure being made; and (v) is or has been developed by employees, consultants or agents of Paladin without violation of the terms of this Agreement, including the Engagement Tools.
- (c) <u>Permitted Disclosures</u>. Paladin may disclose Confidential Information: (i) to third parties in connection with the performance of its services under this Agreement so long as such disclosures are made pursuant to a confidentiality agreement in form and substance satisfactory to the Company or otherwise with the knowledge and consent of the Company; (ii) in connection with any dispute between Paladin and the Company under or concerning this Agreement, and (iii) pursuant to any request by FINRA, the Securities and Exchange Commission or any other regulatory authority, or pursuant to any order, subpoena or other regulatory or legal process. Paladin shall have the unrestricted right to use and disclose the Engagement Tools, and Paladin shall have the right to use the Company's name and logo, and to provide a description of the services provided by Paladin under this Agreement, in Paladin's public marketing materials.
- (d) <u>Compelled Disclosure of Confidential Information</u>. In the event that Paladin becomes legally compelled to disclose any Confidential Information, to the extent practicable and permitted by applicable law, Paladin shall provide the Company with prompt notice thereof prior to any disclosure of Confidential Information so that the Company may contest such requirement or seek a protective order or other appropriate remedy. Paladin shall use its reasonable best efforts to assist Company in such efforts. In the event that disclosure is required, Paladin will furnish only that portion of the Confidential Information which is legally required.
- (e) <u>Warranty Regarding Authority to Disclose Confidential Information</u>, Indemnification. The Company represents and warrants to Paladin that it has the authority to disclose the Confidential Information to Paladin and agrees to indemnify and defend Paladin against any claims or liability arising out of the Company's disclosure of the Confidential Information to Paladin and/or Paladin's use and disclosure of the Confidential Information pursuant to and in accordance with this Agreement.
- (f) <u>Survival</u>. The rights and obligations of the Parties under this Agreement shall survive the termination of this Agreement and remain binding for a period of one (1) year from the termination date.
- (g) <u>Injunctive Relief</u>. Paladin acknowledges and agrees a violation of this Agreement could cause irreparable injury to the Company and as there is no adequate remedy at law for such violation, the Company may, in addition to any other remedies available to it at law or in equity, enjoin Paladin in a court of equity for violating or threatening to violate this Agreement.
- (h) <u>Ownership of Confidential Information</u>. All Confidential Information disclosed to Paladin by the Company shall remain the property of the Company.
- (i) <u>Return or Destruction of Confidential Information</u>. Upon written request of the Company, Paladin shall promptly return to the Company all Confidential Information and documents received or otherwise obtained from the Company and all copies and excerpts of the same. Upon written request of the Company, Paladin

shall also permanently destroy all electronic and digital versions of the Confidential Information and the documents.

(j) This Agreement shall supersede any preexisting Confidentiality and/or Nondisclosure of Confidential Information Agreement between Paladin and the Company.

#### 12. Work Product; Engagement Tools

- (a) <u>Work Product</u>. Work Product refers to all work product created or produced by Paladin Personnel directly for the Company and delivered to the Company as part of this Engagement, including advice, analyses, financial models, reports, strategies, plans, proposals, and presentation materials.
- (b) <u>Engagement Tools</u>. Engagement Tools includes all methodologies, processes, techniques, ideas, concepts, know-how, procedures, software, templates, models and other intellectual property created, acquired or developed by Paladin Personnel independently of or in connection with this Engagement that are employed by Paladin Personnel in the development and creation of the Work Product.
- (c) <u>Ownership and License</u>. The Engagement Tools are the sole and exclusive property of Paladin. The Company shall not acquire any interest in the Engagement Tools except that Paladin grants the Company a royalty free, worldwide, perpetual, non-transferable license to use the Engagement Tools to the extent they are contained in the Work Product. The Work Product, excluding the Engagement Tools contained therein, is the sole and exclusive property of the Company.
- (d) <u>No Third-Party Beneficiaries</u>. The Work Product is intended solely for the use and benefit of the Company and this Agreement shall not be interpreted as conferring any rights on any other individual as a third-party beneficiary or otherwise.
- (e) <u>Time and Data Sensitive Material</u>. The Company acknowledges that the appropriateness, accuracy and reliability of the Work Product is specific to factors existing at the time the Work Product is developed and that any changes in those factors including those resulting from the passage of time, and any modifications to the Work Product can materially affect the appropriateness, accuracy and reliability of the Work Product.
- (f) <u>Non-Disclosure</u>. The Company covenants and agrees not to disclose Work Product to any persons other than the Company's equity holders, board members, managers, officers, employees, attorneys, agents and other representative, unless:
  - i. Paladin consents to the disclosure;
  - ii. The Work Product contains no material modifications that have not been approved by Paladin; and
  - iii. The disclosure includes a disclaimer approved by Paladin.
- (g) Non-Responsibility; Indemnification. Neither Paladin nor any Indemnified Party (as defined in the Section entitled "Insurance, Indemnification & Limitation of Liability") shall be liable for, and the Company shall indemnify, defend, and hold the Indemnified Parties harmless against, any claims, damages or expense, including attorney fees, arising out of the disclosure of Work Product by the Company or any of its representatives that is not authorized pursuant to subparagraph (f).

#### 13. Alternative Dispute Resolution Procedure

Any controversy or claim arising out of or relating to this Agreement, or any breach thereof, shall be settled by arbitration seated in New York, New York. The physical location of the arbitration hearings shall be held in New York, New York, unless the Parties agree otherwise. All proceedings, filings, and statements made in such arbitration shall be confidential. The arbitration shall be administered by the American Arbitration Association in accordance with its Commercial Arbitration Rules and, with respect to discovery and the taking of evidence, the International Bar Association's Rules on the Taking of Evidence in International Arbitration (the "IBC Rules"). Notwithstanding the IBC Rules, however, the Parties shall be entitled to up to twenty-five (25) written requests for admission ("RFA's") and up to two (2) depositions, each without leave of the arbitral tribunal. The deponent's attendance may be compelled by either request to the arbitral tribunal or order from a court of competent jurisdiction. Failure by either Party to timely respond to RFA's shall be deemed an admission to such RFA's. Failure by either Party to participate in the arbitration (including failure to attend a properly scheduled deposition, conference, or hearing) shall be deemed default and consent to the immediate entry by

the arbitral tribunal of an award in favor of the other Party in an amount equal to the maximum damages reasonably requested by such Party (giving all possible deference to the Parties' limited ability to prove damages in the absence of the other Party's participation). The arbitral tribunal shall immediately enter such award upon request by the participating Party. Any award granted to a Party pursuant to an arbitration in accordance with this Agreement shall be enforceable in foreign jurisdictions in the manner contemplated by the Convention on the Recognition and Enforcement of Foreign Arbitral Awards (the "New York Convention"). Notwithstanding the foregoing, any Party may seek and obtain injunctive and other equitable relief from a court of competent jurisdiction to enforce the provisions of this Agreement without first seeking or obtaining any decision of the arbitral tribunal, with respect to the subject matter of this Agreement.

#### 14. Company's Joint and Several Liability; Right of Setoff

If the Company consists of one or more individuals or entities, then the Company's obligations under this Agreement shall be joint and several obligations of each individual or entity comprising the "Company." Each such individual or entity shall execute this Agreement. Without limiting any other remedy that may be available to Paladin under this Agreement or applicable law, where the "Company" under this Agreement consists of more than one individual or entity, then Paladin shall have against each such individual or entity a right of setoff (notwithstanding any lack of mutuality) under which Paladin may set off against any claim against Paladin by any individual or entity comprising the Company group, all of the claims that Paladin may have against any or all of the individuals or other entities that comprise the Company.

#### 15. Attorneys' Fees and Expenses

In the event of any dispute arising from or relating to these terms or the Agreement, Paladin and the CRO shall be entitled to reimbursement of any and all reasonable costs, damages, and expenses, including attorneys' fees, expended or incurred in connection with such dispute (whether or not Paladin is the substantially prevailing party).

#### 16. Consent; Entire Agreement

In any instance under this Agreement where a party's consent is permitted or required to be given, such consent shall not be withheld unreasonably. This Agreement contains the entire Agreement of the parties with respect to its subject matter and supersedes all prior agreements and understandings between the Company and Paladin with respect to such subject matter. Any modification of or supplement to this Agreement shall be effective only if such modification or supplement is in writing and signed by all parties.

#### 17. Multiple Originals

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document. This Agreement may be executed by facsimile signatures or signatures forwarded via email.

## 18. Governing Law; Venue

This Agreement shall be governed by and construed and interpreted in accordance with the laws of Nevada (without regard to conflict of laws principles). Venue for all purposes shall be Washoe County, Nevada.

**CLIENT LIST** 

-Attached-

# Schedule 1

Company
iCap Enterprises, Inc. f/k/a Altius Development, Inc.
Icap Pacific NW Management, LLC
Vault Holding, LLC
iCap Vault Management, LLC
iCap Vault, LLC
iCap Vault I, LLC
Vault Holding 1, LLC
iCap Investments, LLC
iCap Pacific Northwest Opportunity and Income Fund, LLC
iCap Equity, LLC
iCap Pacific Income 4 Fund,, LLC
iCap Pacific Income 5 Fund, LLC
iCap Northwest Opportunity Fund, LLC
iCap Funding LLC
iCap Management LLC
iCap Pacific Development LLC
iCap Holding LLC
iCap Holding 5 LLC
iCap Holding 6 LLC
iCap Realty LLC
725 Broadway, LLC
Senza Kenmore, LLC
iCap Campbell Way, LLC
UW 17TH AVE,LLC
iCap Broadway, LLC
VH 1121 14TH LLC
VH Senior Care LLC
VH Willows Townhomes LLC
iCap @ UW, LLC
VH 2nd Street Office LLC
VH Pioneer Village LLC
CS2 Real Estate Development LLC
Lofts@Camas Meadows Phase I, LLC
Lofts@Camas Meadows Phase II, LLC

Fill in this information to identify the case and this filing:		
Debtor Name iCap @ UW, LLC		
United States Bankruptcy Court for the: Eastern	District of	Washington
Case number (If known):		State)

# Official Form 202

# **Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

# Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:
Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
Schedule H: Codebtors (Official Form 206H)
Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
Amended Schedule
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
Other document that requires a declaration
I declare under penalty of perjury that the foregoing is true and correct.
Executed on 09/29/2023 Signature of individual signing on behalf of debtor
Lance Miller Printed name
Manager  Recition or relationship to debtor

Official Form 202

District of Washington (State)
(Class)

# Official Form 204

# Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unse If the claim is full claim amount. If total claim amou collateral or seto	ly unsecured, fill claim is partially nt and deduction	for value of
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Yongzhi Liang 103-2-1105, Bai Zi Wan Home, Chaoyang District Beijing, Beijing 100124 China	bonniebinbin@126.com	Money Loaned				\$10,543,746.61
2	Mingyi Hu Room 2606, Qinzhou Mansion, No.6, Lane 111, Qinzhou Road Shanghai China	cansolh@gmail.com	Money Loaned				\$9,619,348.65
3	CWN Holdings Limited Trinity Chambers, PO Box 4301 Road Town, Tortola British Virgin Island	Lin Lan Sun sun2015@vip.163.com	Money Loaned				\$5,000,011.40
4	Devont Capital Limited PO Box 4301, Road Town Tortola, British Virgin Islands British Virgin Islands	Lin Lan Sun sun2015@vip.163.com	Money Loaned				\$4,106,119.25
5	Sinolite Industrial Co. Bldg DEF, 19th Floor, Zhejiang Wuchan Intl Plaza No.445 Kaixuan Road, Jianggan District Hangzhou China	Zhanyun Zheng kassy@sinolite.net	Money Loaned				\$3,727,518.70
6	Cooperativa De Seguros Multiples PO Box 363846 San Juan, PR 00936	Ramon A. Rodriguez Rosa 787-622-8585 ramonr@segurosmultiples.com	Money Loaned				\$2,765,640.46
7	Ruihua Ji No. 11, Lane 688, Pingji Road, Minhang District Shangai, Shangai 201100 China	jiruihua@gmail.com	Money Loaned				\$2,678,960.88

12/15

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unse If the claim is ful claim amount. If total claim amou collateral or seto	ly unsecured, fill claim is partially int and deductior	n for value of
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8	Zheng Revocable Foreign Grantor Trust 7307 N Division St. Suite 303 Spokane, WA 99208	Greg Bowman kassy@sinolite.net aburgeson@nwtrustee.com	Money Loaned				\$2,271,679.27
9	Chunying Tian No. 102, 1st Floor, Unit 2, Building 11 No. 1999 Beichen Avenue, Weiyang District Xi'an, Shanxi China	wbyan1105@gmail.com	Money Loaned				\$2,000,000.00
10	Universal Insurance Company PO Box 71338 San Juan, PR 00936	Raul Ramirez 787-706-7150 raramirez@universalpr.com	Money Loaned				\$2,000,000.00
11	Ruzhen Zhang No.1904, Building 1, No. 1, Shangdi Xinxi Road Haidian District Beijing, Beijing 100085 China	reneeyangny@gmail.com	Money Loaned				\$1,732,387.13
12	Qingxiao Jiang Room 1201, Unit 2, BLD #8, Zhijing Yuan Xixi Cheng Yuan, Xihu District Hangzhou, Zhejiang 310000 China	nickeyjiang@163.com	Money Loaned				\$1,616,716.41
13	Tat lu Room 2301,Block A, Gaxaly Intl Building 167 Huancheng North Road Hangzhou, Zhejiang 310005 China	iutat@sina.com	Money Loaned				\$1,422,689.57
14	Huimin Zhang Xishan St, Building 1, Room 1-4-3 Dalian, Liaoning 116000 China	dalianlfx@126.com	Money Loaned				\$1,419,998.33
15	Kun Wang No.144, Building 14, No.6 Crouching Tiger Bridge Haidian District Beijing, Beijing 100044 China	mayandmay@sina.com	Money Loaned				\$1,315,140.86
16	Zhuhua Li 17225 NE 126th Pl Redmond, WA 98052	springzhang66@gmail.com	Money Loaned				\$1,296,196.01
17	Ping Zhang Room 252, Unit 2, No. 67 East Orchard Tongzhou District Beijing, Beijing 101116 China	joannaheart@163.com	Money Loaned				\$1,258,981.43

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unse If the claim is ful claim amount. If total claim amou collateral or seto	ly unsecured, fill claim is partially nt and deduction	n for value of
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
18	Yunhua Liu 1155 Northeast 55th Street Seattle, WA 98105	443-256-8594 1669043402@qq.com	Money Loaned				\$1,050,000.00
19	Robert W. Alfini 419 E. Orchard St. Arlington Heights, IL 60005	847-259-1871 bobalfini@aol.com	Money Loaned				\$1,019,207.88
20	Thomas and Jodi Temple w/ rights of survivorship 21 Sycamore Ln. Chester Springs, PA 19425	Thomas Temple 484-467-3373 tom_temple@me.com	Money Loaned				\$1,015,984.76
21	Azure Blue Service Limited Trinity Chambers, PO Box 4301, Road Town Tortola, British Virgin VG1110 United Kingdom	Xueqin Yang sun2015@vip.163.com	Money Loaned				\$1,000,002.08
22	Peng Lyu and Li Tan 1124 E Lake Sammamish Pkwy NE Sammamish, WA 98074	Peng Lyu Illian.tan@maxsolution.com.cn	Money Loaned				\$1,000,000.00
23	Shiying Chen 1102, unit 1, building 5, Mingliyuan Xixi Chengyuan, Xihu District Hangzhou, Zhejiang 310012 China	8407046@qq.com	Money Loaned				\$946,390.95
24	Ching-Ping Hu (Grace Shin) 3rd Flr, No. 143, Section 6 Nanjing East Road, Neihu District Taipei City, Taiwan 114	Ching-Ping Hu jessica.cp.hu@gmail.com	Money Loaned				\$942,299.35
25	Barry M. Abzug Revocable Trust 1949 Leonard Road Falls Church Falls Church, VA 22043	Barry Abzug barry.abzug@verizon.net	Money Loaned				\$902,229.86
26	Yi Xia Building no.8, Lane 600 Fei Hong Road, Yangpu District Shanghai, Shanghai China	xyi9458@gmail.com	Money Loaned				\$880,307.51
27	Steven W. Shaw 11 River Park Drive Cormwell, CT 06416	(860) 538-2347 dr.shaw@shawchiropractic.com	Money Loaned				\$793,689.54

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	debts, bank loans, professional	Indicate if claim is contingent, unliquidated, or disputed	Amount of unse If the claim is full claim amount. If total claim amoun collateral or seto	y unsecured, fill claim is partially nt and deduction	for value of
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Junming Chen 28 10-2-402 Zhichengyuan Xixichengyuan, Xihu Dist. Hangzhou, Zhejiang 310030 China	jimmy@fsiheater.com	Money Loaned				\$765,912.14
Elizabeth Plaza 29 1121 Parrotts Cove Rd Greensboro, GA 30642	eplaza@sconsultantsint.com	Money Loaned				\$750,000.00
Yulan Ren 30 No. 5, Building 15, Meidu Huating 76 Lianhua North Road Dujiangyan City, Sichuan Province 611800 China	miloyezhu@gmail.com	Money Loaned				\$730,063.95

# IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF WASHINGTON

In re:	Chapter 11
ICAP ENTERPRISES, INC., et al.,1	Case No. 23()
Debtors.	(Joint Administration Requested)

## **CONSOLIDATED CORPORATE OWNERSHIP STATEMENT**

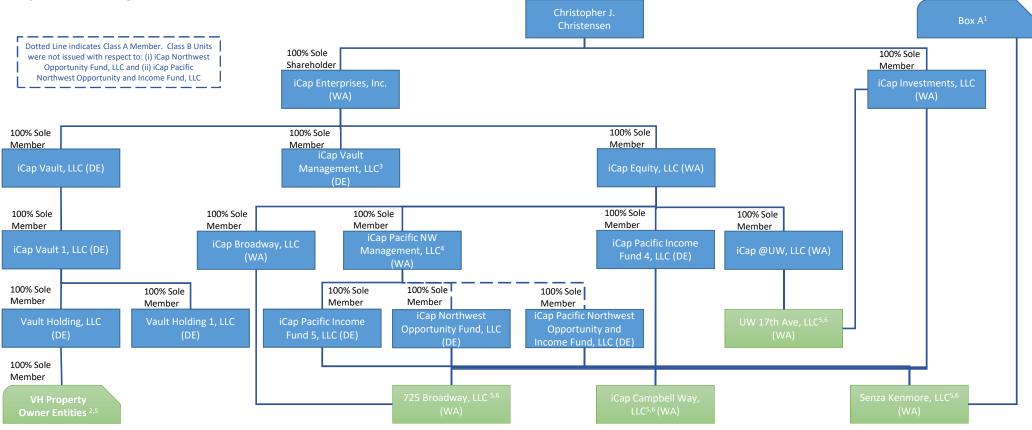
Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, iCap Enterprises, Inc., a Washington corporation, ("iCap") and the affiliated debtors and debtors in possession (each a "<u>Debtor</u>"), hereby state as follows:

1. The ownership chart that follows identifies all entities having a direct or indirect ownership interest in the Debtors. Unless otherwise indicated, each entity owns 100% of those entities falling directly below it in the ownership chart.

[Remainder of Page Intentionally Left Blank]

<sup>&</sup>lt;sup>1</sup> The last four digits of iCap's federal tax identification number are 0913. The mailing address for iCap is P.O. Box 53232, Bellevue, WA 98015. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed noticing and claims agent, at <u>cases.creditorinfo.com/iCap</u>, or by contacting the proposed undersigned counsel for the Debtors.

# iCap Debtor Organizational Chart



- 1. Box A consists of the Class A Units holders of Senza Kenmore, LLC: (i) Devout Capital Limited, (ii) Shiyu Zhang, (iii) Qiong Huang, and (iv) Fengdi Chen.
- 2. VH Property Owner Entities consists of the following prop co. Debtors, all of which are Delaware limited liability companies: (i) VH Willows Townhomes, LLC; (ii) VH Senior Care, LLC; (iii) VH 1121 14<sup>th</sup>, LLC; (iv) VH 2nd Street Office, LLC; and (v) VH Pioneer Village, LLC.
- 3. iCap Vault Management, LLC is the Manager of (i) all prop co. Debtors included in VH Property Owner Entities, (ii) Vault Holding, LLC, (iii) Vault Holding 1, LLC, and (iv) iCap Vault 1, LLC.
- 4. iCap Pacific NW Management, LLC is the Manager of (i) 725 Broadway, LLC; (ii) iCap Campbell Way, LLC; (iii) UW 17th Ave, LLC; (iv) Senza Kenmore, LLC; (v) iCap Pacific Income Fund 4, LLC; (vi) iCap Pacific Income Fund 5, LLC; (vii) iCap Northwest Opportunity Fund, LLC; (viii) iCap Northwest Opportunity Fund, LLC; (viii) iCap Equity LLC.
- 5. Highlighted entities in green are prop co. Debtors.
- 6. See property specific organizational charts for further details and ownership percentages.

1	Dakota Pearce (WSBA #57011)	HONORABLE
	BUCHALTER 1420 5 <sup>th</sup> Avenue, Suite 3100	HONORABLE
2	Seattle, Washington 98101	
3	Telephone: (206) 319-7052 Email: dpearce@buchalter.com	
4	Bernard D. Bollinger, Jr. (pro hac vice	
5	Bernard D. Bollinger, Jr. (pro hac vice pending) (CA SBN: 132817) Julian I. Gurule (pro hac vice pending) (CA SBN: 251260)	
6	(CA SBN: 251260) Khaled Tarazi (AZ SBN: 032446) (pro	
7	hac vice pending)	
8	BUCHALTER 1000 Wilshire Blvd., Suite 1500	
9	Los Angeles, California 90017 Telephone: (213) 891-0700	
10	Email: jgurule@buchalter.com	
11	Proposed Counsel to Debtors	
		ANKRUPTCY COURT
12	EASTERN DISTRIC	T OF WASHINGTON
13	In re:	Chapter 11
14	iCAP ENTERPRISES, INC., et al.,	Lead Case No. 23 - () Jointly Administered
15	D 1 . 1	Johnny Administra
10	Debtors. <sup>1</sup>	CEDITICIO ATION OF CREDITOR
16	Debtors. <sup>1</sup>	CERTIFICATION OF CREDITOR MATRIX
	Debtors. <sup>1</sup>	
16		
16 17	Pursuant to Rule 1007(a)(1) of the	MATRIX
16 17 18	Pursuant to Rule 1007(a)(1) of the above captioned Debtor hereby certifies t	MATRIX Federal Rules of Bankruptcy Procedure, the
16 17 18 19	Pursuant to Rule 1007(a)(1) of the above captioned Debtor hereby certifies to contains the names and addresses of the Debtor hereby certifies to contain the names and addresses of the Debtor hereby certifies to contain the names and addresses of the Debtor hereby certifies to contain the names and addresses of the Debtor hereby certifies to contain the names and addresses of the Debtor hereby certifies to contain the names and addresses of the Debtor hereby certifies to contain the names and addresses of the Debtor hereby certifies to contain the names and addresses of the Debtor hereby certifies to contain the names and addresses of the Debtor hereby certifies to contain the names and addresses of the Debtor hereby certifies to contain the names and addresses of the Debtor hereby certifies to contain the names and addresses of the Debtor hereby certifies to contain the names and addresses of the Debtor hereby certifies to contain the names and addresses of the Debtor hereby certifies to contain the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby certifies the names and addresses of the Debtor hereby	MATRIX Federal Rules of Bankruptcy Procedure, the hat the Creditor Matrix submitted herewith ebtor's creditors. To the best of the Debtor's
16 17 18 19 20 21	Pursuant to Rule 1007(a)(1) of the above captioned Debtor hereby certifies to contains the names and addresses of the Definition of the De	MATRIX  Federal Rules of Bankruptcy Procedure, the hat the Creditor Matrix submitted herewith ebtor's creditors. To the best of the Debtor's erprises, Inc. (Case No); 725 Broadway, LLC (Case); iCap Vault Management, LLC (Case No);
16 17 18 19 20 21 22	Pursuant to Rule 1007(a)(1) of the above captioned Debtor hereby certifies to contains the names and addresses of the Debtors (along with their case numbers) are iCap Entonomical No); Icap Pacific NW Management, LLC (Case No. iCap Vault, LLC (Case No); iCap Vault 1, LLC (Caicap Investments, LLC (Case No); iCap Pacific No); iCap Pacific No.	MATRIX  Federal Rules of Bankruptcy Procedure, the hat the Creditor Matrix submitted herewith ebtor's creditors. To the best of the Debtor's erprises, Inc. (Case No); 725 Broadway, LLC (Case);.iCap Vault Management, LLC (Case No); se No); Vault Holding 1, LLC (Case No); thwest Opportunity and Income Fund, LLC (Case No.
116 117 118 119 120 220 221 222 223	Pursuant to Rule 1007(a)(1) of the above captioned Debtor hereby certifies to contains the names and addresses of the Debtors (along with their case numbers) are iCap Entonomicap Vault, LLC (Case No); iCap Pacific NW Management, LLC (Case No. iCap Vault, LLC (Case No); iCap Vault 1, LLC (Case No); iCap Pacific No); iCap Equity, LLC (Case No); iCap Pacific No); iCap Equity, LLC (Case No); iCap Pacific No); iCap Pacific No); iCap Northwest Opportunity	Federal Rules of Bankruptcy Procedure, the hat the Creditor Matrix submitted herewith ebtor's creditors. To the best of the Debtor's erprises, Inc. (Case No); 725 Broadway, LLC (Case); iCap Vault Management, LLC (Case No); se No); Vault Holding 1, LLC (Case No); thwest Opportunity and Income Fund, LLC (Case No); iCap Pacific Income ty Fund, LLC (Case No); Senza Kenmore (Case No
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116 117 118 119 120 221 222 223 224 225	Pursuant to Rule 1007(a)(1) of the above captioned Debtor hereby certifies to contains the names and addresses of the Debtors (along with their case numbers) are iCap Entonomical No); Icap Pacific NW Management, LLC (Case No. iCap Vault, LLC (Case No); iCap Vault 1, LLC (Case ICap Investments, LLC (Case No); iCap Pacific Nor); iCap Equity, LLC (Case No); iCap Pacific ICap Investments, LLC (Case No); iCap Pacific ICAP ICAP Constant Structure (Case No); iCap Campbell Way, LLC (Case No); UW No); VH 1121 14 <sup>th</sup> LLC (Case No); VH Sen LLC (Case No); iCap @ UW, LLC (Case No)	Federal Rules of Bankruptcy Procedure, the hat the Creditor Matrix submitted herewith ebtor's creditors. To the best of the Debtor's erprises, Inc. (Case No); 725 Broadway, LLC (Case);.iCap Vault Management, LLC (Case No); se No); Vault Holding 1, LLC (Case No); thwest Opportunity and Income Fund, LLC (Case No. ncome 4 Fund, LLC (Case No); iCap Pacific Income by Fund, LLC (Case No); Senza Kenmore (Case No. 17th Ave, LLC (Case No); iCap Broadway, LLC (Case No. 17th Ave, LLC (Case No); VH Willows Townhomes by VH 2nd Street Office, LLC (Case No); VH Pioneer
116 117 118 119 220 221 222 223 224	Pursuant to Rule 1007(a)(1) of the above captioned Debtor hereby certifies to contains the names and addresses of the Debtors (along with their case numbers) are iCap Entonomical No); Icap Pacific NW Management, LLC (Case No. iCap Vault, LLC (Case No); iCap Vault 1, LLC (Case ICap Investments, LLC (Case No); iCap Pacific Nor); iCap Equity, LLC (Case No); iCap Pacific ICap Investments, LLC (Case No); iCap Pacific ICAP ICAP Constant Structure (Case No); iCap Campbell Way, LLC (Case No); UW No); VH 1121 14 <sup>th</sup> LLC (Case No); VH Sen LLC (Case No); iCap @ UW, LLC (Case No)	Federal Rules of Bankruptcy Procedure, the hat the Creditor Matrix submitted herewith ebtor's creditors. To the best of the Debtor's erprises, Inc. (Case No); 725 Broadway, LLC (Case);.iCap Vault Management, LLC (Case No); se No); Vault Holding 1, LLC (Case No); thwest Opportunity and Income Fund, LLC (Case No. ncome 4 Fund, LLC (Case No); iCap Pacific Income by Fund, LLC (Case No); Senza Kenmore (Case No. 17th Ave, LLC (Case No); iCap Broadway, LLC (Case No); VH Willows Townhomes
116 117 118 119 120 221 222 223 224 225	Pursuant to Rule 1007(a)(1) of the above captioned Debtor hereby certifies to contains the names and addresses of the Debtors (along with their case numbers) are iCap Entonomical No	Federal Rules of Bankruptcy Procedure, the hat the Creditor Matrix submitted herewith ebtor's creditors. To the best of the Debtor's erprises, Inc. (Case No); 725 Broadway, LLC (Case); iCap Vault Management, LLC (Case No); se No); Vault Holding 1, LLC (Case No); thwest Opportunity and Income Fund, LLC (Case No. ncome 4 Fund, LLC (Case No); iCap Pacific Income by Fund, LLC (Case No); Senza Kenmore (Case No. 17th Ave, LLC (Case No); iCap Broadway, LLC (Case Nor Care LLC (Case No); VH Willows Townhomes conditions of the Debtor's depth of the Debt
116 117 118 119 120 221 222 223 224 225	Pursuant to Rule 1007(a)(1) of the above captioned Debtor hereby certifies to contains the names and addresses of the Debtor (along with their case numbers) are iCap Entonomical No); Icap Pacific NW Management, LLC (Case No. iCap Vault, LLC (Case No); iCap Vault 1, LLC (Cai iCap Investments, LLC (Case No); iCap Pacific Nor); iCap Equity, LLC (Case No); iCap Pacific Nor); iCap Campbell Way, LLC (Case No); UW No); VH 1121 14 <sup>th</sup> LLC (Case No); VH Sen LLC (Case No); iCap @ UW, LLC (Case No)	Federal Rules of Bankruptcy Procedure, the hat the Creditor Matrix submitted herewith ebtor's creditors. To the best of the Debtor's erprises, Inc. (Case No); 725 Broadway, LLC (Case);.iCap Vault Management, LLC (Case No); se No); Vault Holding 1, LLC (Case No); thwest Opportunity and Income Fund, LLC (Case No. ncome 4 Fund, LLC (Case No); iCap Pacific Income by Fund, LLC (Case No); Senza Kenmore (Case No. 17th Ave, LLC (Case No); iCap Broadway, LLC (Case No. 17th Ave, LLC (Case No); VH Willows Townhomes by VH 2nd Street Office, LLC (Case No); VH Pioneer

knowledge, the Creditor Matrix is complete, correct, and consistent with the Debtor's books and records.

The information contained herein is based upon a review of the Debtor's books and records as of the petition date. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the Creditor Matrix have been completed. Therefore, the listing does not, and should not, be deemed to constitute: (1) a waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtor.

BN 78737701v1

CERTIFICATION OF CREDITOR MATRIX

1420 FIFTH AVENUE, SUITE 3100 SEATTLE, WA 98101-1337

725 BROADWAY, LLC PO BOX 53232 BELLEVUE, WA 98015

ICAP BROADWAY, LLC PO BOX 53232 BELLEVUE, WA 98015

ICAP CAMPBELL WAY, LLC PO BOX 53232 BELLEVUE, WA 98015

ICAP ENTERPRISES INC F/K/A ALTIUS PO BOX 53232
BELLEVUE, WA 98015

ICAP EQUITY, LLC PO BOX 53232 BELLEVUE, WA 98015

ICAP INVESTMENTS, LLC PO BOX 53232 BELLEVUE, WA 98015

ICAP NORTHWEST OPPORTUNITY FUND, L PO BOX 53232 BELLEVUE, WA 98015

ICAP PACIFIC INCOME 4 FUND,, LLC PO BOX 53232 BELLEVUE, WA 98015

ICAP PACIFIC INCOME 5 FUND, LLC PO BOX 53232
BELLEVUE, WA 98015

ICAP PACIFIC NW MANAGEMENT, LLC PO BOX 53232
BELLEVUE, WA 98015

ICAP PACIFIC NW OPPORTUNITY & INCO PO BOX 53232
BELLEVUE, WA 98015

ICAP VAULT I, LLC PO BOX 53232 BELLEVUE, WA 98015

ICAP VAULT MANAGEMENT, LLC PO BOX 53232
BELLEVUE, WA 98015

ICAP VAULT, LLC PO BOX 53232 BELLEVUE, WA 98015

ICAP@UW, LLC PO BOX 53232 BELLEVUE, WA 98015

SENZA KENMORE, LLC PO BOX 53232 BELLEVUE, WA 98015

UW 17TH AVE, LLC PO BOX 53232 BELLEVUE, WA 98015

VAULT HOLDING 1, LLC PO BOX 53232 BELLEVUE, WA 98015

VAULT HOLDING, LLC PO BOX 53232 BELLEVUE, WA 98015

VH 1121 14TH ST LLC PO BOX 53232 BELLEVUE, WA 98015

VH 2ND STREET OFFICE LLC PO BOX 53232 BELLEVUE, WA 98015

VH PIONEER VILLAGE LLC PO BOX 53232 BELLEVUE, WA 98015

VH SENIOR CARE LLC PO BOX 53232 BELLEVUE, WA 98015

VH WILLOWS TOWNHOMES LLC PO BOX 53232 BELLEVUE, WA 98015

## BUCHALTER

ATTN: B.D. BOLLINGER, J. GURULE 1000 WILSHIRE BLVD, SUITE 1500 LOS ANGELES, CA 90017-1730

## BUCHALTER

ATTN: KHALED TARAZI 15279 N SCOTTSDALE ROAD, SUITE 400 SCOTTSDALE, AZ 85254-2659

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5K PARTNERS LTD. 319 E HICKORY RIDGE CIR ARGYLE, TX 76226

725 BROADWAY LLC 3535 FACTORIA BLVD SE #500 BELLEVUE, WA 98006

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AAR TESTING LABORATORY, INC 7126 180TH AVE NE, SUITE C101 REDMOND, WA 98052

AARON AND CHRISTY GURLEY 721 HILDEBRAND CIRCLE FOLSOM, CA 95630

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ABOSSEIN ENGINEERING CORP 18465 NORTHEAST 68TH STREET REDMOND, WA 98052

ABOVE & BEYOND FENCING 5931 238TH STREET SOUTHEAST STE 1C WOODINVILLE, WA 98072

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ACY - DEUCY CRANE SERVICE 3424 SOUTH 256TH STREET KENT, WA 98032

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ADAM B AND SANDRA K YOUNKER 1112 THOMPSON AVE LEHIGH ACRES, FL 33972

ADAM B YOUNKER 1112 THOMPSON AVE LEHIGH ACRES, FL 33972

ADISA 10401 NORTH MERIDIAN STREET SUITE 202 INDIANAPOLIS, IN 46290

ADP, INC 255 S KING ST SEATTLE, WA 98134

ADVANCED STRATEGIES, INC. 362 NORTH MAIN STREET HURON, OH 44839

ADVANTA PO BOX 660676 DALLAS, TX 75266-0676

ADVANTAGE UTILITY CONSULTING, LLC PO BOX 748 MONROE, WA 98272

ADVISORS ON CALL LLC 23276 SOUTH POINTE DRIVE, STE 209 LAGUNA HILLS, CA 92653

ADVISORY GROUP EQUITY SERVICE, LTD 444 WASHINGTON STREET, SUITE 407 WODBURN, MA 01801

ADVISORY GROUP EQUITY SERVICES 10-12 PHOENIX ROW HAVERHILL, MA 01832

AFFIRMA CONSULTING, LLC 3380 146TH PL, SE, STE 200 BELLEVUE, WA 98007

AFH SENIOR CARE C CORP 405 SW 41ST ST SUITE #407 RENTON, WA 98057

AGGREKO INC
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AGORAPULSE
132 RUE DE RIVOLI
PARIS, 75001
FRANCE

AGV CONSTRUCTION LLC 31920 162ND PLACE SOUTHEAST AUBURN, WA 98092

AHLERS CRESSMAN & SLEIGHT PLLC 999 3RD AVENUE, SUITE 3800 SEATTLE, WA 98104

AHMAD S MAZUMDER
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AI INSIGHT 659 HIGH ST. WORTHINGTON, OH 43085

AIDA ILIYA ESTATE 441 LIBERTY ST SAN FRANCISCO, CA 94114

AIRLINK HOLDING LLC
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AIRLINK MARKETS LLC
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AJMP ANESTHESIA SERVICES RETIREMEN CARRION COURT ST. #6 APT 704, COND CARRION COURT PLAZA SAN JUAN, PR 00911

ALAN C PURSLEY & KATHY L PURSLEY 702 DURHAM COURT SAN ANGELO, TX 96073

ALAN DEMAR 612 STANFORD LANE BUFFALO GROVE, IL 60089

ALAN GORSUCH 743 BROADWAY TACOMA, WA 98402

ALAN J ROSS 15865 BABCOCK STREET SAN DIEGO, CA 92127

ALAN SETH RUDOLPH 4539 ROCKY MOUNTAIN RD LOVELAND, CO 80538

ALAN SULLIVAN 767 MARRON WAY GARDNERVILLE, NV 89460

ALASKA AIRLINES INC PO BOX 68900 SEATTLE, WA 98168

ALBERT SEWELL 96 SATINWOOD LANE PALM BEACH GARDENS, FL 33410

ALBERT YALE & MARILYN YALE PO BOX 4421 DOWLING PARK DRIVE DOWLING PARK, FL 32064

ALCHEMY REAL ESTATE 88 EAST HAMLIN STREET SEATTLE, WA 98102

ALDRICH WEALTH LP 5946 PRIESTLY DR # 200 CARLSBAD, CA 92008

ALENE BERG 4810 E STATE RD 64 SAINT ANTHONY, IN 47575

ALENE T BERG 4810 E STATE RD 64 SAINT ANTHONY, IN 47575

ALERA MANAGEMENT GROUP ATTN: BEN WILTGEN 5800 SW MEADOWS RD , #230 LAKE OSWEGO, OR 97035

ALFA ELECTRIC INC PO BOX 88466 SEATTLE, WA 98138

ALFONSE LEONARDIS 34 MINE HILL ROAD HACKETTSTOWN, NJ 07840

ALICE CHANG 1201 N WILLET CIRCLE ARAHEIM, CA 92807

ALICIA J THOMAS 607 COLLEGE AVENUE KENNETT, MO 63857

ALISA B BISHOP 5482 S COOLIDGE COURT AURORA, CO 80016 ALL DRYWALL SERVICES LLC 17607 32ND AVENUE EAST TACOMA, WA 98446

ALLAN AND JANISE KLAIMAN 1602 HOLTS GROVE CIRCLE WINTER PARK, FL 32789

ALLAN P KLAIMAN 1602 HOLTS GROVE CIRCLE WINTER PARK, FL 32789

ALLEN D ANDERSON 8372 SE ENCHANTED WAY SPACE #266 TURNER, OR 97392

ALLEN ROBERT FINFROCK 2011 TRUST 1288 ALABAMA DR WINTER PARK, FL 32789

ALLIANCE 2020, INC. PO BOX 4248 RENTON, WA 98057

ALLIANT CREDIT UNION PO BOX 1098 DES PLAINES, IL 60017-1098

ALLIED NATIONAL PO BOX 29189 SHAWNEE MISSION, KS 66201

ALLISON SANTOS 5 WEBSTER STREET LINCOLN, RI 02865

ALLWAYS DRYWALL & REPAIR LLC PO BOX 1197 EATONVILLE, WA 98328

ALMIGHTY TECH INC 1317 CYPRESS ST. VANCOUVER, BC V6J 3L1 CANADA

ALPHA 1 PHOTO + STUDIO 14919 NE 20TH ST BELLEVUE, WA 98007

ALPHA SOLUTIONS 5033 227TH AVE SE ISSAQUAH, WA 98029

ALPHONSE JOHN BALTES LL
PEKING UNIV SHENZHEN GRAD SCHOOL
BLDG 2, XILI UNIVERSITY TOWN
SHENZHEN, GUANGDONG 518005 CHINA

ALTIUS DEVELOPMENT, INC. PO BOX 3907 BELLEVUE, WA 98009

ALTIUS LEGAL, PLLC 3535 FACTORIA BLVD SE SUITE 500 BELLEVUE, WA 98006

AM TRUST NORTH AMERICA, INC. PO BOX 6939 CLEVELAND, OH 44101-1939

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EDWARD EARL MAINE, JR 18691 MUSICK DR BRISTOL, VA 24202

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ERIK RADLE 3162 SPUR TRAIL DALLAS, TX 75234 ESPACIO INC. RETIREMENT PLAN PO BOX 192572 SAN JUAN, PR 00919

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THE THOMAS RICHARD & SANDRA ANN BA REVOCABLE LIVING TRUST 101 WOODLAND DR HIGHLAND VILLAGE, TX 75077

THE TLS INVESTMENT TRUST 361 FARMS RD MCKINNEY, TX 75071

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ZHAO WANG 2402, UNIT 1, US FEDERAL APARTMENT NO.1 DONGFANGDONG ROAD, CHAOYANG BEIJING, 100027 CHINA

ZHAOJUN LI AND BING HU 307-3233 KETCHESON ROAD RICHMOND, BC V6X OR3 CANADA

ZHENG REVOCABLE FOREIGN GRANTOR TR 7307 N DIVISION ST. SUITE 303 SPOKANE, WA 99208

ZHIDUO WU 59-2-2503, JIADU INTL COMMUNITY, YANJIAO GAOXIN DISTRICT, SANHE LANGFANG, HEBEI, 065202 CHINA

ZHIJIAN CAI 11-20B, SANGTAIDANHUA, PING SHAN YI ROAD, XI LI NAN SHAN D SHNZHN, GUANGDONG CHINA

ZHIQIAN LIANG RM 1803, BLD NO. 1 PHASE 7 OVERS CHINESE CITY NANSHAN SHENZHEN, GUANGDONG 510000 CHINA

ZHIQIANG ZHOU ROOM 222, UNIT 2, BUILDING 44, JUNZHENG CHANGHE HUAFU, HAIBOWAN WUHAI, INNER MONGOLIA, 016000 ZHIXIONG SHENG (GRACE SHIN) FLAT 12F, TOWER 1, THE BELCHER'S, NO. 89 POK FU LAM ROAD HONG KONG

ZHIYU CHEN
ROOM 501, BLD 18, HENGDA KUNHAI HU
ANNING TAIPING NEW TOWN
KUNMING, YUNNAN, 650399 CHINA

ZHIYUAN LIU FLAT 9C, 22 JOHNSTON ROAD, YORK PL WANCHAI HONG KONG

ZHONGYUAN MAO
APT. 1202, UNIT 2, BUILDING 10,
WAN JIA XING CHENG PHASE 3
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#OF RECORDS: 2,787